

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
ORION REFINING CORP.,	:	Bank. No. 03-11483 (MFW)
	:	Adv. Proc. No. 03-53939 (MFW)
Debtor.	:	
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MICHAEL G. SYRACUSE, d/b/a Interstate Supply	:	
Company and Texas ICO, Inc.,	:	
	:	
Appellant,	:	
	:	Civ. No. 06-536-SLR
v.	:	
	:	
ORION REFINING CORP., <i>et al.</i> ,	:	
	:	
Appellees.	:	
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APPELLEES' REPLY TO APPELLANT'S ANSWER TO APPELLEES'
MOTION FOR RE-ARGUMENT

As ORC Distribution Trust representative, Cypress Associates, LLC hereby responds to Appellant's Answer to Appellees' Motion for Re-argument as follows:

1. It is apparent from the Answer that Appellant's counsel agrees that this Court's Memorandum Order, dated April 9, 2008, exceeded the scope of the appeal before it. See Answer, p. 4 (wherein Appellant asks this Court to revise page 6 of the Memorandum Order).
2. To more accurately reflect the scope of the appeal, which dealt with the sole issue of which party had title to the underlying equipment and surplus materials, this Court should amend the Memorandum Order by striking the language appearing on page 6 as follows:

Based on the further principle that the Agreement should be enforced consistently with the parties' course of conduct during the term of the Agreement, I conclude that title passed to Syracuse at the time the Agreement was executed ~~and, therefore, that he is entitled to the \$1.5 million in escrow.~~

See Memorandum Order, p. 6 (footnote omitted).

Dated: Wilmington, Delaware
May 2, 2008

Respectfully submitted,

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

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*Attorneys for Cypress Associates, LLC as ORC
Distribution Trust Representative*

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing *APPELLEES' REPLY TO APPELLANT'S ANSWER TO APPELLEES' MOTION FOR RE-ARGUMENT* was served May 2, 2008 upon the following as indicated:

VIA HAND DELIVERY:

Michael R. Lastowski

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Wilmington, DE 19801

(Counsel to Michael G. Syracuse, d/b/a Interstate Supply Company and Texas ICO, Inc.)

/s/ Dennis A. Meloro

Dennis A. Meloro (No. 4435)